

Minutes of the Board of Directors' Meeting

for LAMC, Inc. And CPEP, Inc.

11 26
Dated 10/29/2007

26 November
On the 29th day of October, 2007, a special meeting of the Board of Directors of LAMC, Inc., and CPEP, Inc., was held at 2:00 p.m. in Brownsville, Texas. All members of the Board of Directors were present. The only item on the agenda was the adoption of a Resolution giving the corporations' attorneys, Mr. John Patrick Smith, Mr. Eric Reed and Mr. Trey Martinez, authority to enter into the attached non-prosecution agreement with the United States Attorney for the Southern District of Texas, regarding the pending case against the corporations.

RESOLVED, that it is in the best interests of LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, that outside counsel John Patrick Smith, Eric Reed and Trey Martinez, who are attorneys for those entities, are hereby authorized to execute and enter into a Non-Prosecution Agreement on behalf of LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, between those entities and the United States Attorney for the Southern District of Texas, in the form presented to the Board of Directors, with such modifications as the Directors may approve, and to waive speedy trial and statute of limitations defenses in Case B-07-372, in the United States District Court for the Southern District of Texas, Brownsville Division, as provided in the Non-Prosecution Agreement, a copy of said approved form of this agreement is ordered attached to these minutes;

RESOLVED, that outside counsel for LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, John Patrick Smith, Eric Reed and Trey Martinez, are hereby duly authorized to represent LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, in all proceedings related to the presentation and approval of this Non-Prosecution Agreement, including, but not limited to, filing an appearance on behalf of LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators; waiving statute of limitations defenses in Case B-07-372, in the United States District Court for the Southern District of Texas, Brownsville Division, as provided for in the Non-Prosecution Agreement; and further

RESOLVED, that the executive officers of LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, be and they are hereby authorized and directed to execute and deliver in the name and on behalf of LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, any and all additional documents or agreements and to take such further action as they deem necessary or desirable, including the payment of fines and fees, to carry into effect the intent and purpose of the foregoing Resolution; and further

RESOLVED, that any and all action of any of the executive officers of LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, in connection with the matters contemplated by the foregoing Resolutions taken prior to the date hereof be, and they hereby are approved, ratified and adopted in all respects as fully as if such actions had been presented to the Board of Directors' approval prior to any such action being taken.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Seal of
LAMC, Inc., and CPEP, Inc., d/b/a Port Fabricators, at Brownsville, Texas, this 29th day of
October, 2007.

LAMC, Inc.

[SEAL]

Christine Alejandro
Secretary

CPEP, Inc.

[SEAL]

Terry Davis
Secretary